



UNIQUELY NORTHLAND

(TAI TOKERAU PROVINCE)



NZ TEA TREE AGRIBIZ INFECTION CONTROL

NZD450K PRE-SERIES A ROUND

NZD 10M SERIES A & B ROUNDS

INFORMATION MEMORANDUM

A NATURAL HEALTH PRODUCTS INVESTMENT

ECOSYSTEM PARTNERS

TRIBAL HEALTH CORP (USA)

TRIBAL THERAPEUTICS INC (USA)

SANCTUM STAY REALTY INC (USA)



AN NZD 10.45M INVESTMENT IN NATURAL CAPITAL RESOURCES.

NZD450K PRE-SERIES A INFORMATION MEMORANDUM.

TRIBAL NATURAL HEALTHCARE LIMITED “TNH” / “THE COMPANY”.

(Targets a Stock Exchange Listing in 18-24 months.)

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*Background Image
“Te-Pahi”*

Legendary Ngāpuhi Rangatira / Trader / circa 1760-1810



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No regulatory authority has approved or disapproved this offering or endorsed the merits of this offering or the accuracy or adequacy of this document. This IM is not, and is not legally required to be, a product disclosure statement (PDS) or other offer document, under Australian or New Zealand securities law where it is not a regulated offer under Act.

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“EHARA TAKU TOA I TE TOA TAKITAHĪ, HE TOA TAKITINI”

“My strength is not as an individual, but as a Collective”.



THE INVESTMENT STRUCTURE AND OFFER

“Natural Infection Protection remedies production & distribution”.

Natural Infection Control is a USD261B PA Total Addressable Market “TAM”.

This IM presents a project that is raising **NZD10,450,000** for investment into interalia, far-north regenerative NZ tea tree agribiz operations for production of therapeutic grade Natural Health Products (NHP) with a focus on plant based infection control and protection remedies for human, animal and aquatic species. A global industry with a Total Addressable Market (“TAM”) of **USD261B PA** enjoying a **19% CAGR**, (Compound Annual Growth Rate).

NZD10,000,000 of the investment has been **internally** presubscribed with NZD450,000 allocated to **external** investor(s) who will participate in the ongoing management of the Company.

EXTERNAL: From Qualifying Investors as per **Table 1**, Page 5, **NZD450,000** is to provide the working capital required to fund the costs of **(a)** drawing down the NZD10,000,000 Series A and B Rounds capital, **(b)** prepare “Tribal” product launch packaging for the first shipment of 36,000 export SKU’s, **(c)** open the Florida showcase, **(d)** launch a USD5M crowdfunding campaign.

INTERNAL: From private family resources, **NZD10,000,000** (USD6M) has been committed in two tranches by the founding directors of Tribal Health Corp for direct investment into Tribal Natural Healthcare Ltd., (“TNH”) a NZ incorporated holding company focused on Natural Health Product (“NHP”) production and distribution with capital allocated to the launch of NZ tea tree agribiz operations in NZ’s far-north. The oil produced to be value-added in NZ for export to an FDA registered, NHP distribution facility in the US. The NZD10M presubscribed tranches, i.e., the Series A and B Rounds, are as follows.

- (1)** **A presubscribed NZD5,000,000 Series A Round (1)** launches the production and export of NZ tea tree oil and POI honey as value-added NHP’s, **(2)** closes purchase of the MBI Target’s FDA registered facility in CA for US distribution.
- (2)** **A presubscribed NZD5,000,000 Series B Round (3)** closes purchase of a an NHP manufacturing freehold facility owned by the MBI Target* in AU, **(4)** expands NZ production and US distribution capability. (* *produces the sea-lice remedy*).

An investment in “TNH” is an investment in the natural healthcare sector that targets a NZ Stock Exchange, (“NZX”) listing. One planned to be supported by a targeted **Management Buy In (“MBI”)** purchase of targeted, complementary trading divisions of an established, profitable NHP manufacturer in NSW, the “MBI Target”. Divisional purchases will be on a progressive “MBI” basis to help the delivery of a targeted listing on the NZX in order to provide an investment exit platform for all shareholders within an 18 to 24 month timeline.

ABOUT NZ-AU PROVENANCE SOURCED, NATURAL CAPITAL INVESTING

Foreign investment entities such as Blackrock, KKR, Bridgewater Associates, Carlyle Group and others with their global investment reach have moved into this space with George Aitken, the Global Impact director of US investment titan, NYSE listed, “KKR” (Kohlberg Kravis Roberts) stating....

“nature based solutions are the “perfect assets” for investors seeking arbitrage in combination with global impact”.



About (Continued)

OUR CAPITAL ROUNDS MODEL

TNH has deployed the Silicon Valley “Rounds” based model for capital formation & expansion as described below.

PREVIOUS ROUNDS

(1) SEED CAPITAL USD437,000/NZD673,000

This capital was deployed over an eight year period between Jan 2016 / Dec 2023. Funds deployed in setting up the capital placement infrastructure, NZ tea tree agribiz product knowledge bank, native resource supply lines, Natural Health Product (“NHP”) production, value adding methodology/formulations, and distribution ecosystem to retail shelf-ready, revenue generating Stock Keeping Units, (“SKU”).

THE CURRENT ROUND OFFER – NZD450,000

(2) NZD450,000 PRE-SERIES A ROUND – i.e., THE CURRENT OFFER

TABLE 1

<p>An issue of 3,000,000 new shares in TNH priced at NZD0.15c per share as follows:</p>	
<p>WHOLESALE INVESTOR – ND450k (Minimum Subscription NZD300k)</p>	
✓	A single investor entity/party.
✓	Supports Natural Health Products (NHP).
✓	Supports far-north NZ tea tree agribiz.
✓	Acquires 3,000,000 shares (31,25%) . (2,000,000 shares 21% - Minimum Subscription)
✓	Delivers directorship / annual retainer.
✓	Year 1 NZD30,000, / 3 days per month
<p>Funds deployed to (1) drawdown NZD10M Series A & B Rounds, (2) open US “Tribal” retail product showcase, (3) launch USD5M crowdfunding campaign,</p>	

PRESUBSCRIBED PLACEMENTS – NZD10,000,000

(3) NZD5,000,000 SERIES A ROUND

TABLE 2

<p>An issue of 5,000,000 new shares in TNH priced at NZD1 per share, presubscribed by Tribal Health Corp, allocated as follows:</p>	
<p>NEW ZEALAND – NZD2,000,000</p> <p><i>SHIPMENT #1</i></p> <p>(1) 20,000, gender specific tea tree oil SKU’s.</p> <p>(2) 16,000 “POI” honey, gender specific SKU’s.</p> <p><i>EXPORT VALUES</i></p> <p>(1) 20,000 SKU’s @ NZD27.68 = NZD553,600. (US RRP at USD49.90 per SKU–USD998k/NZD1.6M).</p> <p>(2) 16,000 kgs POI at NZD20 = NZD320,000. (US RRP at USD99 per SKU – USD1.58M/NZD2.6M).</p>	<p>UNITED STATES – NZD3,000,000</p> <p><i>US DISTRIBUTION COMPANY PURCHASE.</i></p> <p>(1) FDA approved facility CA NZD2.5M.</p> <p>(2) Working capital NZD500k.</p> <p>(A division of the Australian MBI Target captioned herein)</p>



About (continued)

(4) NZD5,000,000 SERIES B ROUND

TABLE 3

An issue of 5,000,000 new shares in TNH priced at NZD1 per share, presubscribed by Tribal Health Corp, allocated as follows:	
AUSTRALIA – NZD2,750,000 (NZD3M) (1) Purchase GMP manufacturing facility. (*) (2) Working capital. (*) Includes 200 acre farm and manufacturing supply point for the “sea-lice” remedy sold into South America through the FDA registered facility in CA targeted for purchase under the Series A as captioned herein.	NEW ZEALAND – NZD1,000,000 ✓ Expand production capability UNITED STATES – NZD1,250,000 ✓ Expand distribution capability.

US CROWDFUNDING

While the Round described below is not being undertaken directly by TNH, but its major shareholder, TRC, we disclose it in this document in order to inform investors in TNH that a US campaign will provide additional capital support to the broader operating group.

(5) USD5,000,000 SERIES C ROUND

TABLE 4

A US crowdfunding campaign by TNH holding company shareholder (Tribal Health Corp). Currently planned as an offer of 2.5M shares in TRC priced at USD2 per share.	
UNITED STATES – USD2.5M ✓ Expand distribution capability ✓ Build product awareness.	AUSTRALIA/NZ – USD2.5M ✓ Expand production capability. ✓ Expand product range.

PROPOSED STOCK EXCHANGE LISTING

(6) NZD20,000,000 SERIES D ROUND (SX IPO/LISTING)

- Targets a pre IPO 2:1 share split
- Targets an issue of 10,000,000 new TNH shares priced at NZD2.00 per share.
- Forecast to deliver 49.2M shares on issue.

NZ – AU – US ACQUISITION / EXPANSION CAPITAL

NZD20,000,000

Stock Exchange Listing target – 18-24 months post-closing of Series B Round

VALUATION MODELLING

In broad terms, the archetypal Silicon valley valuation modelling for companies from seed through to Series A, generally tracks as follows:

Seed Stage	Business Plan / revenue model.	USD500k – USD3M
Angel Stage	Revenue model monetization	USD3M – USD10M
Pre-Series A	Pre Revenue ecosystem developed.	USD10M – USD20M
Series A	Revenue launch.	USD20M and upwards.

About (continued)

NZ TEA TREE OIL PRODUCTION INVESTMENT NZD2,000,000 ALLOCATION EX SERIES A (Table 2 refers)



Housed on Luke’s family farm in the Whangaroa Harbor area to the north of Kerikeri, “The Beast” extracts the oil from the leaf of the plant through a steam distillation process.

There are huge tracts of mānuka / kānuka bush-land around the farm & throughout the area.

NZ “BUSINESS COMBINATION” ECOSYSTEM ESTABLISHMENT / LAUNCH NZD2,000,000

Tribal Product Launch

Launch oil shipment of 400 kgs.	NZD 240,000	NZD600 per kg AU transfer price.
Launch “POI” shipment.	NZD 320,000	16,000 SKU’s at NZD20 per unit.
Working Capital.	<u>NZD 240,000</u>	Tribal Harvesting Ltd. (Subsidiary).

SUB TOTAL	NZD 800,000	Revenue generation launch “release”.
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Extraction Capital Requirement

Harvesting Equipment.	NZD 400,000	Tribal Harvesting Ltd. (Subsidiary).
Vehicles / PPE / hand tools.	NZD 100,000	Tribal Harvesting Ltd. (Subsidiary).
Extraction factory/lab/offices.	<u>NZD 700,000</u>	NZ Tea Tree Oil Agribiz Ltd. (Subsidiary).

SUB TOTAL	NZD1,200,000	“On hold” pending final location.
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TOTAL (Series A allocation)	NZD2,000,000	Excludes factory/lab building site. (Close to primary biomass source is required).
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“Series A Release”



About (Continued)

TERMS AND CONDITIONS OF OFFER

The offering Company is Tribal Natural Healthcare Limited "TNH", NZ company number 8561646, the "Company" which has approved the following terms and conditions attaching to this offer.

The Offer	Three million, (3,000,000) Common Voting Shares "CVS", priced at NZD0.15 (fifteen cents NZ currency) per share, raising NZD450,000, (four hundred and fifty thousand) NZ dollars, delivering to Investors 31.25% ownership of the Company in the event of full subscription.
Funds Application	The forecast gross proceeds of NZD450,000 are planned to be applied as to (1) release NZD10,000,000 (ten million) NZ dollars by way of Series A and B capital Rounds, (2) setup the Ft Lauderdale NHP pilot showcase, (3) launch a USD5M crowdfunding campaign by the Company's US shareholder, Tribal Health Corp.
Placement Application	Applications will be deemed paid upon the day and date the directors give an investor notice of acceptance of a fully funded Subscription Application.
Who May Invest	Only those as defined herein would constitute Qualifying Investors who meet the investment entry, eligibility and suitability requirements as required by applicable securities law in the jurisdiction of a Qualifying Investor.
Plan of Distribution	Subject to receipt of the Minimum Subscription, funds received would be made available to the Company upon directors acceptance of receipt of funds pursuant to a Subscription Agreement referred to as "Form 2". (Exhibit 6).
Use of Proceeds	The proceeds from this offering are to be applied as per Table 1, P4.
Introductory Fees	The Company has provided for the payment of up to 7.5% by way of introductory fees to an approved introducer(s) on receipt by the Company of cleared funds pursuant to a signed, approved copy of Forms 1 and 2 as per Exhibits 5 and 6 annexed hereto.
Risk Factors	While the Company is supported by the five year, export supply contracts held by its NZ subsidiary, NZ Tea Tree Oil Agribiz Ltd with US based Tribal Therapeutics Inc, an importing / distribution subsidiary, the Company must be considered as an early stage company. A summary of risk factors can be read under "Risk Factors", pages 21-22 of this document.
Transfer Agent	Initially provided on an inhouse basis, the Company will appoint a specialist US based outsource provider to provide this service.
Qualifying Party or Qualifying Parties	The Offer and any accompanying materials, is made under the exclusions listed in Schedule 1 of the Financial Markets Conduct Act 2013, including, but not limited, to offers to wholesale investors under clause 3, offers to close business associates under clause 4 and small offers under clause 12 of the Act. Only individuals or entities that qualify under the exclusions are considered Qualifying Parties.
Quotation of Shares	The Company plans to allow trading in its securities on the NZ Stock Exchange at some future date. However, no warranties can be given at date hereof as to when such trading may or may not commence.
Minimum Subscription	The Minimum Subscription is 50,000 CVS priced at NZD0.15c per share.
Maximum Subscription	The Maximum Subscription is 3,000,000 CVS priced at NZD0.15c per share.
Over Subscription	The Company is authorized to accept oversubscriptions up to NZD1M.
Additional Information	Only Qualifying Investors with questions regarding this restricted placement are invited to contact the Company at the postal and/or email addresses of the contact persons as set out on Page 25 herein.



About (Continued)

TRIBAL HEALTH CORP

(TNH founder shareholder)



Tribal Health Corp (“TRC”) the current holding company of TNH is a US incorporated for-profit corporation registered in Colorado in August 2019, file number 20191645051, the “Company”. Controlled by its founding directors, TRC has 11,000,000 shares on issue. 10,000,000 (91%) are held by US incorporated Sanctum

Stay Realty Inc, owned by the founding directors with 1,000,000, (9%) held by NZ a resident investor through NZ incorporated Incrementum Limited. At the date of this Information Memorandum, (“IM”) TRC holds all 6,600,000 (100%) shares issued by TNH. The issue of 3,000,000 new shares under the Pre-Series A Round will increase the issued share capital of TNH to 9,600,000 shares, delivering a 31.25% stake in TNH to the incoming shareholders in the event of full subscription.

CAPITAL FUNDING SOURCE

Channeled through Sanctum Stay Realty Inc from the sale / leveraging of their US property portfolio, the founding directors and owners have approved an investment of NZD10M to **(1)** fund the launch of the NZ tea

tree agribiz operations in NZ’s far-north, **(2)** commence the acquisition of targeted assets within the MBI Target’s ecosystem through a progressive, Management Buy In (“MBI”) process discussed in this IM.

MBI TARGET ACQUISITION BACKGROUND

The retiring owner / vendors of the Australian MBI Target and its asset base is well known to the founding directors of Tribal Health Corp through an Australian, organic tea tree oil NHP supply relationship had with the MBI Target vendors during the 1990’s.

In 2023, while doing due diligence on organic tea tree oil supply from the Australian listed company owners of the MBI Target’s former plantation in the Bungawalbyn Valley, (*from which the oil was then sourced back then and marketed under the “Tea Tree Manor” brand*), the MBI Target owners, (*also current*

shareholders of the ASX listed owners of the plantation), reached out to the founding directors asking if they would have an interest in buying their business. The directors of TRC confirmed an interest in doing so with capital allocated from the Series A & B Rounds to “MBI Targets”.

This IM was prepared in part to explain that the MBI Target acquisition strategy is to target the purchase of complementary, stand-alone trading platforms within a selected MBI Targets ecosystem that collectively support its collective cross-border operations in AU and the US. In this case, platforms that can quite easily be seamlessly assigned to new ownership under an expanding corporate structure that will enhance operational growth across the business delivery value spectrum.

NATURAL HEALTH PRODUCT (NHP) MANUFACTURING IN AU & NZ

With the newly elected NZ Government set to repeal the previously passed “Therapeutic Products Act 2023”, NHP manufacturing in NZ will be “off the hook” in terms of meeting regulatorily mandated NHP production compliance requirements. A law that would have put NHP production in NZ on an equal footing with the Australian Therapeutic Goods Act of 1989, significantly raising the barriers to entry in the manufacture of NHP’s in NZ in the same way that it did in Australia with its 1989 law. The repeal of the NZ law and purchase of the CA based distribution facility of the MBI Target, removes the need for the Company to

concern itself with TGA compliance with its NZ sourced NHP’s for direct export to the USA under current NZ legislation as it pertains to NHP’s. This attributing to the fact that the MBI Target’s CA facility is FDA registered, opening the door to putting the Company’s “Tribal” branded, NZ originated NHP;s into its customer network for distribution across the US and Canada. Both the NZ law repeal and access to the US distribution facility, will save the Company from investing into a manufacturing facility, saving millions of dollars in capex and supply chain costs.

MAORI NATURAL RESOURCE OWNERSHIP RECOGNITION

TRC incorporated TNH in New Zealand on 22/12/22 to acquire the entire issued and paid up share capital of Essentially Tea Tree Ltd, the original agribiz ops holding company of the special purpose vehicle subsidiaries required to provide an effective, regenerative NZ tea tree agribiz structured ecosystem. One that has been developed to interface with Māori landowners who own/control circa 85% of the

native tea tree resource found in New Zealand, (Aotearoa). Legislatively controlled through the provisions of the Te Ture Whenua Māori Land Act 1993. A supply ecosystem structured with a view that in due course, Māori owned and controlled commercial interests could partner with the Company in the growing, harvesting and extraction of NZ tea tree resources for export.

MANAGEMENT (NZ TEA TREE AGRIBIZ OPS)

Grown in New Zealand. Mānuka and Kānuka tea tree oil.

Deploying regenerative agribiz according to the way of the ancients.

TIKANGA
 PURE AOTEAROA / NEW ZEALAND
 TRIBAL TIKANGA ADVISORY COUNCIL
 PURITY PROCESS

John Cilliers – NZ Resident Chairman

Luke Shepherd
 Oil Extraction

Eric Lloyd.
 Māori land access

Murray Moses
 POI Honey

Coming to America

Natural Health Product manufacturing (continued).

NZ'S FAR NORTH – HOME OF THE “TRIPLE K” TEA TREE TRIANGLE

The NZ tea tree golden triangle. Kerikeri-Kaikohē-Kaitaia.

Home to tribally driven, intergenerationally focused regenerative agribiz.



NZ TEA TREE AGRIBIZ OPERATORS IN THE GOLDEN TRIANGLE.

A capital value building, complementary “Business Combination” is slowly emerging.

Our research reveals that over the past six years, six operators have set themselves up to extract oil from the leaves of the NZ mānuka and kānuka tea tree in the “Triple-K” rohe of far-north New Zealand. i.e.

In the Whangaroa harbour area our lead “Business Combination” partner has installed and imported a state-of-the-art plant oil extraction facility as part of a far-north industry development process.

A NZD1.5M PGF/taxpayer funded startup launched in 2019 appears to have set itself up as a minor league skin care products business drawing on small quantities of hand harvested mānuka tea tree biomass sourced close to the regional town of Kaikohē, Their website suggests foreign “essential oils” underpin their products.

The longest established is one based in the Kaitaia area driven by a Māori owned and operated honey business with an extraction facility up and running. Initially with wild bush sourced taonga but more recently it would appear, by questionable high density per stem ha plantations similar to the Australian *Melaleuca Alternifolia* (tea tree) agribiz model. A density not suited to the genetically different NZ myrtaceae (tea tree) species. A planting density that may lead to plant mutation, impacting on the molecular structure of the oil chemotypes and its therapeutic efficacy as happened in Australia in the ‘80’s, creating “two classes of oil”.

South east of Kerikeri, a facility has been set up in the Paihia area using supercritical fluid extraction technology. Latest intel suggests that they have yet to start extraction operations.

In 2018, the PGF invested NZD1.89M into planting 400ha of mānuka trees on Ngati Hine whenua in the Kawakawa area. Now, six years on, an untouched oil supply source used for low income honey production.

The largest, biomass source is the 944 ha **Kohumaru Station** whose operator secured a Crown lease over the Station’s massive taonga supply source, granted harvesting rights to 450 ha of harvest ready bushland to “Tribal” in 2019 and set up a small extraction unit. The Treaty settlement process hinders major activity..



Natural Health Product manufacturing (continued).

THE US DISTRIBUTION BUSINESS

NZ Tea Tree Oil Agribiz Ltd, a wholly owned subsidiary of TNH holds a five year, 67,000 kg supply agreement with Florida incorporated Tribal Therapeutics Inc (“TTI”) for the production and export of therapeutic grade, gender specific NZ mānuka and kānuka tea tree oil. This oil is to be value added, labelled and packaged for shipping to a distribution facility based in Valencia CA, owned by the herein captioned, MBI target. This five year contract has an ex-NZ FOB sales value of **NZD101.57M**. The “Tribal” branded, NZ tea tree oil NHP’s are planned to be distributed in the US through four principal distribution channels, i.e., **(1)** the Valencia, CA warehouse facility customer network, **(2)** the Fort Lauderdale pilot retail showcase **(3)** wholesaling to US retail chains, **(4)** cloud hosted, third party sales apps.

Ft Lauderdale Showcase: Owned by the family of the founder directors of Tribal Health Corp, this retail shop is located in the heart of the tourism belt and currently home to the founding family’s 50 year old licensed realty firm’s office. With a USD475k value the retail store is to provide the planned launch capitalization of a new wholly owned SPV company that will be incorporated to operate the first brick ‘n mortar retail store under the “Tribal” brand in partnership with a woman entrepreneur through the WBEC (Women’s Business Enterprise Council) in the US.

Wholesaling: Planned to start with a Tribal themed, instore POS product display stand in a Ft Lauderdale store, part of a 700+ nationwide retail store chain. Similar POS displays are planned to be progressively presented as first-to-market, gender specific, “His” and “Hers” infection control and antiseptic remedies to US retailers. Expansion targets interalia, east coast based Publix, (1,250 stores), Wholefoods (500), CVS Pharmacy (9,600), Walgreens (8,800), Kroger (2,700), The Vitamin Shoppe (700) Costco (730) Safeway (900) Albertsons (2,900) Walmart (4,600).GNC (2,800) Target (1,980) Success in getting onto the shelves of these huge chains and their circa 37,460 retail outlets, would secure strong US sales growth, delivering assured recurring income and wealth accretion to rural Grower-Producers of the raw material used in the various NHP’s.

Cloud hosted apps: Online sales apps offer excellent sales support channels. Sites such as Shopify, WIX, YouTube, Facebook, Instagram Shop, Squarespace, Amazon Prime, BigCommerce, Volusion, WooCommerce, Magento, PinnacleCart, Weebly, OpenCart etc.

Valencia, CA warehouse The current US distribution hub of the Australian MBI Target operations since 2013. Has developed an extensive customer network through a Delaware incorporated company through which the “Tribal” NHP range will be distributed post-closing of Series A.

Natural Health Product manufacturing (continued).

INTELLECTUAL PROPERTY / RESEARCH

Plant based natural infection control / related healthcare remedies

NZ TEA TREE OIL “NZTTO”

NZTTO is a highly valuable, infection control therapeutic remedy, typically retailing in the US at around USD2,500 per kg. Two very interesting notes arose from early research into the therapeutic efficacy of NZ mānuka and kānuka tea tree oils by a renown Taiwanese Medical University. i.e.,

- (1) That the mānuka tree was the **female tree**, medicinally used by the women of a tribe, kānuka the **male tree**, used by the men.
- (2) That **kānuka oil appeared to show greater efficacy over mānuka oil in pathogen inhibition** studies related to nosocomial infection, aka, Hospital Acquired Infections, “HAI”.



These two findings open an opportunity to create “first-to-market” niche health products in the USD261B PA Infection Control, Disinfectant/Antiseptic remedies sector of the healthcare market. Gender specificity creating a “His” & “Her” product development opportunity deploying two natural resources that are unique to NZ with one of the resources, (kānuka) being endemic, creating a significant barrier to entry from any other country. This provenance unique resource, delivers an exploitable “**first-mover-advantage**” opportunity in the healthcare sector with plant oil infusion technology, additionally supporting the creation and production of “His” & “Her” personal health supplements in the US164B PA dietary supplements sector in addition to the NSD261B infection control TAM, Collectively a USD425B PA TAM.

FIRST TO MARKET / A USD261B TAM

Plant Oil Infused (“POI”) therapeutics

Let’s start with a simple fact. Like Australian tea tree oil, the NZ mānuka and kānuka tea tree deliver plant based, natural remedies **traditionally** used for **medicinal purposes. Not beauty. Not skin care.** Captain Cook’s voyages of discovery demonstrated the therapeutic benefits derived from the leaf of these trees. A

colonial era usage that led to modern day research that validated oil extracted from the leaf of the NZ tea tree is a multiplicity of times more therapeutically efficacious than honey extracted by honeybees from the pollen in the trees flower. This fact opens market disruption by “POI” honey into the “UMF honey market”.

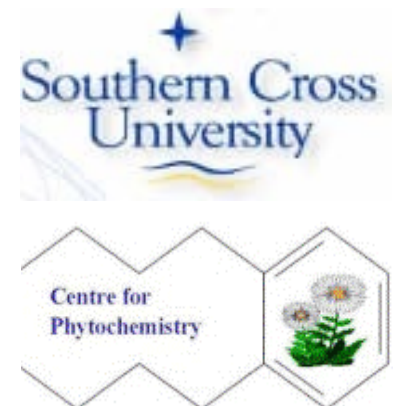
Years of research by the directors into product usage has indicated to the directors that a health market niche could be developed in the US by value adding NZ tea tree oil through an infusion & emulsification process delivering a therapeutic honey. One that would be much more efficacious than the highest “UMF/MGO” rated mānuka honey but selling for circa one third of the retail price of a UMF20 rated mānuka honey “competitor” on a US retail shelf. With a spate of recent foreign Court decisions, together with the findings of the NZ Intellectual Property Office ruling that as the word “manuka” had entered the common lexicon, the word was not unique to New Zealand. Legal rulings that have negatively impacted the price of NZ “mānuka” honey, depressing prices to levels that will enhance the profit opportunity available with a disruptive alternative product with greater therapeutic efficacy.

“A therapeutic ingredient which is **1,000 times more effective than mānuka honey** and **20-30 times more effective than AU tea tree oil against gram positive bacteria**”.

This statement is on the website of a NZ east coast producer of NZ tea tree oil.

Natural Health Product manufacturing (continued).

Since starting the MBI Target business circa 35 years ago, the owner / vendors have worked with the phytochemistry division of Lismore based Southern Cross University's centre for Plant Conservation, Genetics & Phytochemistry which has developed a growing reputation for this research internationally, The Vendors originally engaged the University back in the 1990's to conduct research on the 1,200 acre organic tea tree farm owned by them until its sale in 2019 to an ASX listed company. This research included carbon dating which confirmed 36,000 year old, tribal Aboriginal "burn pits" and "healing ponds" on the farm. More recent, research into the therapeutic efficacy of the "wild-bush" strain of melaleuca alternifolia grown on the farm versus the efficacy of the mass density plantation grown strain showed significant differences between the two biomass sources, i.e.:



ONGOING RESEARCH FINDINGS

- ❖ **Challenge tests** conducted by SCU Plant Science Division, using melaleuca grown on the farm, provided evidence that a specially formulated 'Tea Tree Oil' treatment, **successfully treated 'Cancer Melanoma.'**
- ❖ **Field trials** conducted by Prof. David RUDD, appointed by SCU, using a Tea Tree Extract formulation, produced evidence that it successfully treated & improved Bee-Hive Health, in particular preventing "**American Foul Brood**" (infection) disease of the hive colony.

AQUACULTURE / SALMON FARMING A USD18B PA INDUSTRY

Sea lice (*singular sea louse*) are copepods (*small crustaceans*) of the family **Caligidae** within the *Siphonostomatoidea* order. The genera *Lepeophtheirus* and *Caligus* parasitize marine fish, in particular those species recorded on farmed salmon. *Lepeophtheirus salmonis* and various *Caligus* species are adapted to salt water and are **major ectoparasites of farmed salmon**. *Caligus rogercressey* has become a major parasite on salmon farms in all countries. Including Chile, the world's 2nd largest salmon farming country. While several antiparasitic drugs have been developed for control purposes, none of these are "natural" sea lice infection control remedies. Most are chemically synthesized which degrade the marine environment leading to these chemical remedies being banned/restricted in some areas.

This marine degradation is one of the main environmental concerns about sea lice chemical treatments and their toxicity to non-target species. Extensive reviews have found clear evidence of highly negative effects on non-

target marine life species. For most of the non-target organisms studied, the concentrations recommended by the manufacturers were found to kill up to half of the non-target marine species in the infection treatment area.

The NSW based MBI Target has developed a 100% natural sea-lice repellent using a native plant based formulation that is non-toxic with no negative impact on non-target aquatic species. In 2024, it is forecast that sales of this product will see a **tripling in sales** to salmon farming enterprises in Chile.

Ongoing extensive research is required to fully understand the effects of these chemicals on non-target species and thus "research will at all times play a fundamental role in the launch and ongoing sales of all products".

Natural Health Product manufacturing (continued).

REGULATORY OVERSIGHT

TNH operates in the Natural Health Products (NHP) niche of the healthcare marketplace. Since 1989, highly regulated in Australia. In July, 2023, decades of minimal regulation in NZ were to give way to new regulatory regime which a new Government it to repeal.

“DOWN UNDER” - AUSTRALIA LED THE WAY WITH THE “TGA” THERAPEUTIC GOODS ACT 1989.

In Australia, the TGA (Therapeutic Goods Administration) oversaw the development of a national standard for Australian tea-tree oil within a regulatory framework under the Therapeutic Goods Act 1989. An Australian standard accepted globally. Framed around a chemical known as “Terpinen-4-ol” the principal active chemotype and its associated compounds within the oil, it delivered scientifically validated therapeutic benefits. The Australian Act provided a uniform national system of control over therapeutic goods. NZ did not have a comparable Act, until the passing into law in July of 2023, the Therapeutic Products Act 2023. A law that was to set up new “Regulations” that the new Regulator would have enforced on all those in the NZ health industry. This changes and their financial ramification will no longer be felt by the local NHP manufacturing sector as this passed law is to be repealed by the new Government.



NEW ZEALAND HAD FOLLOWED WITH ITS “TPA” THERAPEUTIC PRODUCTS ACT 2023.

Thirty-four years after Australia passed its landmark Therapeutic Goods Act (1989) NZ followed in the footsteps of its big neighbor hen on July 6th 2023, this new law received Royal Assent, introducing to the NZ health market, much more wide ranging legislation and new regulations that **specifically target the NHP sector of the health market**. As was the case in AU, NZ legislation that portended huge changes to the sector.

PRESS RELEASE: **On May 13th 2024, the new Coalition government announced that it was going to repeal the 2023 Therapeutic Products Bill passed into law by the previous Government. And so the archetypal state of the NZ legislative process continues to the frustration of many, in many ways.**

Would this new legislation in NZ have caused the same level of disruption to the NHP sector as the new law did in Australia, giving rise to a “Pan Pharmaceuticals” type debacle in NZ? Possibly! Having worked with the Australian

TGA regime impact on Australian tea tree oil NHP’s during the ‘90’s, the directors of Tribal Health Corp note that the NZ legislation had granted “grandfathering” window, similar to that when the TGA came into effect in Australia.

ONGOING NHP EXPORTS? – NO IMPACT AT THIS TIME

In hindsight, while the “backwards and forwards” decisions will only serve to continue to legislatively muddy the NHP regulatory waters in NZ, it gives the Company plenty of time in which to launch its NHP’s which will be labelled and packaged in NZ, ensuring compliance with the FDA regulatory framework imposed on the MBI Target’s distribution hub in the US. A simple, straightforward process that does not impose any significant compliance cost on the Company.

BUSINESS COMBINATION –MANAGEMENT TEAM PROFILES

The following are the directors and “Business Combination Partners” who provide services to the Company and/or its Related Affiliates as it commences its AU-NZ-US cross-border agribiz activity.

NZ STOCK EXCHANGE LISTING ADVISOR



John Cilliers, the Corporations NZ resident chairman has been actively involved in NZX listings and compliance, business acquisitions, commercialization and the implementation of systems to support organizational growth. A former director of two NZX listed companies, he was previously Chief Financial Officer of a NZ regional energy company. Holding a Bachelor of Commerce degree from South Africa, now a member of Chartered Accountants Australia and New Zealand, John’s role is to support the company to its targeted listing Stock Exchange listing through a series of capital raising rounds, starting with this Series A Round.

This planned to be followed by a USD5M Series B, REG-CF crowdfunding campaign in the US which is planned to provide the lead-in to a Stock Exchange listing.

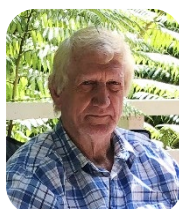
US RESIDENT DIRECTOR – US PRODUCT DISTRIBUTION/RETAIL OPERATIONS



President of Tribal Health Corp, **Linda Brink** has a background in the natural health & beauty sector dating back to her days in South Africa when she owned and operated a number of salons in Johannesburg before migrating to NZ, followed by nearly a decade in the Australian tea tree oil industry, interfacing product development and sales via web-based marketing through cloud-based CRM software used to create and support customer base development. Linda is returning to the US where she will assume management of the family’s long established realty firm and its property portfolio which includes the pilot

“Showcase” shop in Ft Lauderdale which will support the Valencia distribution facility in CA. Linda will be working closely with the FL based business development manager of the US crowdfunding Intermediary that is to conduct the REG-CF campaign and its focus on building “Brand Ambassadors” to support the early development of digital and traditional distribution channel partnering required to move products into the marketplace.

NZ RESIDENT DIRECTOR – EXPORT OPS



A former BIG4 accounting/audit firm manager and casino resort financial manager in South Africa for 15 years, **Nicholas Iverson** returned to NZ, listing a Bahamian hotel and leisure company on the NZ Stock Exchange in 1986. Exiting the lodging industry in 1991, Nic commenced a nine year investment/operational background in the Australian tea tree oil industry, expanding operations to Malaysia where he co-developed an equity-licensing based business expansion format that gave rise to the IP board on the Labuan Financial Exchange, “LFX”. Relocating to the US in 2007 to undertake the MBO of the family’s Florida

based realty firm before moving to CA as a forensic financial number cruncher to a number of VC firms in Silicon Valley. This experience led to his incorporation in 2015 of EzyXchange Ltd, “EZYX”, an equity crowdfunding intermediary company registered with the Colorado Division of Securities where as president, Nic developed the “Tribal” agribiz ecosystem through a AU-NZ-US cross- border ownership structure for USMCA distribution of NHP’s imported from the groups facility in Australia.

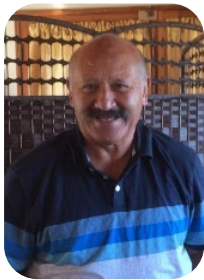
NZ BUSINESS COMBINATION SUPPORT – “Far North tea tree agribiz sector / tikanga = organic”.

NZ PRODUCTION



Essentially Bay of Islands Ltd is the SPV company set up by **Luke Shepherd**, an expat upon his return to NZ in 2020 and is the company through which he imported a state of the art tea tree plant oil extraction unit from South Africa. A descendant of the missionary who purchased his family’s farm in 1836 from the tribal rohe Rangatira, the unit has been installed on the family farm, enabling Luke to harvest the mānuka and kānuka growing on the family farmlands as well as providing extraction facilities for **(1)** other farmers in the area **(2)** provide the primary oil extraction facility for the biomass from Kohumaru Station under the 2019 harvesting .access agreement.

NZ BUSINESS COMBINATION SUPPORT (Continued).



Eric Lloyd owns and operates Kohumaru Taonga Ltd, “KTL” the NZ company contracted to supply mānuka / kānuka plant oil biomass to a subsidiary of the Company and/or its business combination partner for oil extraction. In his role as operations director, Eric is responsible for agribiz operations in the far-north, directing planting, harvesting and oil extraction operations under an outsource contract focusing on new job creation through harvesting crew development/expansion, regenerative tea tree development on Kohumaru Station and other Māori land-blocks in Tai Tokerau province that contract to the Company’s NZ operating affiliates to supply foliage for oil extraction.



Bee-Wize Aotearoa Ltd is a NZ incorporated company owned and operated by **Murray Moses**, a graduate from Te Wananga ‘O Raukawa with a Bachelor in Māori Lore/Law & Philosophy. Committed to improving the standard of living for Whānau, Hapū & Iwi with a focus on the natural environment to ensure it thrives intergenerationally in accordance with kaitiakitanga and application of tikanga protocol, Murray is a successful Māori businessman operating in the manuka honey industry who operates the beekeeping operations on Kohumaru. While acknowledging that the cooperative structure is quite common in New Zealand, mirroring traditional Māori structures, it is about re-introducing traditional structures which have been successful for centuries is his kaupapa. Kohumaru access and harvesting arrangements have been structured to operate as a “harvesting access” trading model through Kohumaru Taonga Ltd as part of a strategy to develop a template that enables non-Māori capital partners to enjoy mutually beneficial agribiz arrangements with Māori landowners for taonga access, tikanga compliant, regenerative harvesting and extraction in accordance with kaitiakitanga principles.

FAR NORTH MANAGEMENT EXECUTION

The far-north NZ tea tree agribiz operations are already well in play. Eric Lloyd has a small extraction unit close to Kohumaru that has already started limited production. Luke’s extraction unit is fully commissioned and has been extracting small volumes for sampling purposes etc. Murray Moses is already running a well-established honey production company with circa 300 hives located on Kohumaru where he and Eric hold the Crown Lease. If placed with them, the first order totalling 36,000 SKU’s would provide an NZD560,000 order for these partners to deliver as far-north residents who have the knowledge, skills and capability to dive the creation of a successful NZ tea tree agribiz in NZ’s far north.

IN MEMORIAM

Directors and service providers acknowledge the vision and input of “Big Jim” Wikotu, Te Upokorehe Rangatira and kaumatua. His knowledge of tikanga, Maoritanga and tribal historical whakapapa was without equal. The role he played during this projects development period and his “Whanau-on-the-Whenua” kaupapa laid the groundwork that provided the project kaupapa and ethos.

MAORI LANDOWNER LIAISON – Founding chairman



The “Tribal” project commenced in Florida in May 2015, starting when Nic & Linda relocated from the USA to NZ in Jan 2016 to work with the late “**Big Jim**” Wikotu. Born in 1940, Jim was a Te Upokorehe Kaumatua, Rangatira, founder chairman of the original concept Co-Op, Māori landowner liaison director and project Kaitiaki. The relationship with far north hapū and Eric Lloyd came through Jim’s friendship with Nga Puhi kaumatua, many of them dating back 50 years to Jim’s co-founding of the largest motorcycle club in the country in the late ‘60’s. Jim was one of the “old school” who fought for recognition of the 1835 Māori declaration of Independence and was deeply involved in the Treaty Settlements process for his hapū. With a whakapapa to Kahungunu and Ngāpuhi, Jim was a descendent of Toroa, captain of the Mataatua waka. Amongst Jim’s tīpuna was the legendary Sir Apirana Ngata, founder of the Waiapu Farmers Company in 1912, the first Co-Op set up to support Māori landowner/farmers on the East Cape, (Ngati Porou) rohe. His lifelong wish was to see his beloved Rongopopoia Marae in the Waitahe Valley rebuilt. A project that the taonga program will posthumously seek to support, for this inspirational Rangatira.



DISCLAIMER – FORWARD LOOKING STATEMENTS

Certain information set forth in this document contains “forward-looking information”, including “future-oriented financial information” and “financial outlook”, under applicable securities laws which are collectively referred to herein as forward-looking statements.

Except for statements of historical fact, the information contained herein constitutes forward-looking statements and includes, but is not limited to, the (i) projected financial performance of the MBI Company; (ii) completion of, and the use of proceeds from, the sale of the shares being offered hereunder; (iii) the expected development of the Company’s business, projects, and joint ventures; (iv) execution of the Company’s vision and growth strategy, including with respect to future M&A activity and global growth; (v) sources and availability of third-party financing for the Company’s projects; (vi) completion of the Company’s projects that are currently underway, in development or otherwise under consideration; (vi) renewal of the Company’s current customer, supplier and other material agreements; and (vii) future liquidity, working capital, and capital requirements. Forward-looking statements are provided to allow potential investors the opportunity to understand management’s beliefs and opinions in respect of the future so that they may use such beliefs and opinions as one factor in evaluating an investment.

These statements are not guarantees of future performance and undue reliance should not be placed on them. Such forward-looking statements necessarily involve known and unknown risks and uncertainties, which may cause actual performance and financial results in future periods to differ materially from any projections of future performance or result expressed or implied by such forward-looking statements.

Although forward-looking statements contained in this presentation are based upon what management of the Company believes are reasonable assumptions, there can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. The Company undertakes no obligation to update forward-looking statements if circumstances or management’s estimates or opinions should change except as required by applicable securities laws.

A reader is cautioned not to place undue reliance on Forward-Looking Statements.



Forward Looking Statements (Continued)

GROUP FORECAST TRADING & INCOME STATEMENTS

The directors of TNH have prepared detailed Forward Looking Statements in respect of forecast trading figures for NZ tea tree oil formulated SKU production for export / US distribution. The figures below have been extracted from DOC-989, the Private Placement Memorandum prepared to support the entry of the Series A and B Rounds totalling NZD10M from Tribal Heath Corp, (US).

DOC-989 and is available as a PDF file to Qualifying Investors upon request). A reader is directed to read the 'Forward Looking Statements' disclaimer set out on Page 17 herein. All "Year 1" figures relate to an 18 month launch period in order to allow for launch shipment "lag-time".

The figures in the Tables below are forecasts only, reflecting the forecast US sales that have the **internal transfer based export value of the NZ produced** SKU's forming part of the US company's product sales cost structure These figures below do include **(1)** POI honey sales, (*this product is "outsourced" in NZ for direct export to the US with no margin provided for payment to TNH in NZ*), **(2)** no Australian MBI Target revenues that would attribute to any proposed purchase of the MBI Targets US distribution facility, are included below which **(3)** only reflects the Company's forecast revenues and profit from the sale in the US of SKU's exported ex NZ.

NZ CONSOLIDATED – FORECAST EBITDA (*reflects US trading figures only-See Note 1*) **TABLE 5**

This is a forward looking statement – investments risks apply. Not warranted

Non-GAAP earnings (USD)		Year 1	Year 2	Year 3	Year 4	Year 5	Year 10
Wholesale Ops (exclude) (Note 1)	100%	0	0	0	0	0	0
POI Honey Division	100%	1,168,000	1,804,560	3,097,828	4,467,068	6,572,971	22,859,626
NZ Extraction Division (exclude)	0%	0	0	0	0	0	0
US Distribution Operations	100%	2,290,785	5,898,770	9,113,600	12,516,011	16,114,364	34,760,110
Non-GAAP EBITDA		3,458,785	7,703,330	12,211,428	16,983,079	22,687,335	57,619,736
<i>Converted to NZD's</i>	<i>0.6</i>	<i>5,764,641</i>	<i>12,838,884</i>	<i>20,352,380</i>	<i>28,305,131</i>	<i>37,812,225</i>	<i>96,032,894</i>

Note 1 As the value of NZ FOB (wholesale ops) export sales form part of the COS structure of Tribal Therapeutics Inc, (the US importer/distributor) the NZ sales figures are eliminated on consolidation of the US end sale into the Company for reporting purposes.

NZ CONSOLIDATED FORECAST ROI **TABLE 6**

This is a forward looking statement – investments risks apply. Not warranted

EPS / MARKET CAP	Year 1	Year 2	Year 3	Year 4	Year 5	Year 10
SKU's imported ex NZ	100,000	250,000	375,000	500,000	625,000	1,250,000
EARNINGS PER SHARE						
Opening balances	6,600,000	19,600,000	49,200,000	49,200,000	49,200,000	49,200,000
Pre-Series A Round	3,000,000	0	0	0	0	0
Series A Round	5,000,000	0	0	0	0	0
Series B Round	5,000,000	0	0	0	0	0
Series C NZX Listing Round	0	29,600,000	0	0	0	0
Common Voting Stock on issue	19,600,000	49,200,000	49,200,000	49,200,000	49,200,000	49,200,000
Non-GAAP EPS	\$0.2941	\$0.2610	\$0.4137	\$0.5753	\$0.7685	\$1.9519
Original entry cost per share	\$1.00	\$1.00	\$1.00	\$1.00	\$1.00	\$1.00
ROI (non-GAAP)	29.41%	26.10%	41.37%	57.53%	76.85%	195.19%
MARKET CAP						
Non-GAAP EPS x 15 Market Cap	34,587,846	77,033,302	122,114,280	169,830,786	226,873,352	576,197,363
MV per share in US\$'s	\$1.76	\$1.57	\$2.48	\$3.45	\$4.61	\$11.71
MV per share in NZ\$'s	\$2.94	\$2.61	\$4.14	\$5.75	\$7.69	\$19.52
Market Cap in NZD	57,646,409	128,388,837	203,523,800	283,051,311	378,122,253	960,328,938

Being a Forward Looking Statement, these figures are not warranted to any party whatsoever. Investment risks apply.



Forward Looking Statements (Continued)

USE OF PROCEEDS

TABLE 7

DETAILS/DESCRIPTION		Pre-Series A		Series A		Series B	TOTAL
(All figures are in NZ Dollars)							
Total Proceeds	100.0%	450,000	100%	5,000,000	100%	5,000,000	10,450,000
Less Placement Expenses	10.0%	45,000	4.6%	55,000	0%	30,000	130,000
Commissions/Finders fees	7.5%	33,750	2.5%	0	0%	0	33,750
Professional / legal-accounting	2.0%	9,000	2.0%	50,000	0%	25,000	84,000
Other	0.5%	2,250	0.1%	5,000	0%	5,000	12,250
Net Proceeds from Placement	90.0%	\$405,000		\$4,945,000		4,970,000	10,320,000
Applied as follows:							
Drawdown costs / showcase etc.		405,000		0		0	405,000
NZ NHP production	Note 1	0		2,000,000		0	2,000,000
AU production assets				2,500,000		2,000,000	4,500,000
US Distribution						2,000,000	2,000,000
Working capital		0		445,000		970,000	1,415,000
Total Net Proceeds Application		\$405,000		\$4,945,000		4,970,000	10,320,000

The detail shown above is discussed on pages 5 and 6.

The Tables below relate to the forecast performance of Tribal Health Corp’s distribution activity in the US. These figures do not form part of the trading figures attributable to TNH in NZ.

POI HONEY TRADING (US)

TABLE 8

Tribal Therapeutics Inc – POI Honey SKU Trading – importation – distribution forecast in USD’s							
(Year 1 is an 18 month period)		Year 1	Year 2	Year 3	Year 4	Year 5	Year 10
Total kgs Purchased		32,000	64,000	128,000	256,000	512,000	2,700,000
FOB transfer price per kg	US\$’s	\$13.00	\$13.39	\$13.79	\$14.21	\$14.63	\$16.96
FOB shipment cost (ex NZ)		\$416,000	\$856,960	\$1,765,338	\$3,636,595	\$7,491,387	\$45,797,539
US RRP per SKU		\$99.00	\$101.97	\$105.03	\$108.18	\$111.43	\$129.17
SKU’s imported ex NZ		32,000	64,000	128,000	256,000	512,000	2,700,000
Gross POI honey retail sales		3,168,000	6,526,080	13,443,725	27,694,073	57,049,791	348,765,872
Annual inflation % increase	3%	3%	3%	3%	3%	3%	3%
Shipping/packing costs	10%	316,800	652,608	1,344,372	2,769,407	5,704,979	34,876,587
Landed cost into store		732,800	1,509,568	3,109,710	6,406,003	13,196,366	80,674,126
Distribution Costs (US\$’s)	40%	1,267,200	2,610,432	5,377,490	11,077,629	22,819,916	139,506,349
Internal party costs	10%	316,800	652,608	1,344,372	2,769,407	5,704,979	34,876,587
External party costs	30%	950,400	1,957,824	4,033,117	8,308,222	17,114,937	104,629,762
Total COS		2,000,000	4,120,000	8,487,200	17,483,632	36,016,282	220,180,475
EBITDA	0	1,168,000	2,406,080	4,956,525	10,210,441	21,033,509	128,585,397

NHP – SKU TRADING (US)

TABLE 9

Tribal Therapeutics Inc – NZTTO Product SKU trading – importation – distribution forecast in USD’s						
(Year 1 is an 18 month period)	Year 1	Year 2	Year 3	Year 4	Year 5	Year 10
SKU’s imported ex AU	100,000	250,000	500,000	1,000,000	1,500,000	3,000,000
USD Sales Value all SKU’	4,990,000	12,849,250	26,469,455	54,527,077	84,244,334	195,324,546
Landed cost to store (Note 1)	1,889,451	4,865,336	10,022,592	20,646,539	31,898,903	80,203,506
US Distribution Costs	809,765	2,085,144	4,295,397	8,848,517	13,670,958	31,696,775
COS	2,699,215	6,950,480	14,317,988	29,495,056	45,569,861	111,900,281
EBITDA	2,290,785	5,898,770	12,151,467	25,032,021	38,674,473	83,424,264

Note 1 These figures are in USD’s. The NZ-AU internal transfer sales value is included in the “Landed cost to store” total.

Forward Looking Statements (Continued)

NZ – AU NHP / SKU PRODUCTION VOLUMES

FORECAST TRADING & INCOME STATEMENTS

The Company has prepared detailed Forward Looking Statements in respect of forecast trading figures for NZ tea tree oil based SKU production (Table 9), US SKU distribution, (Table 10). These figures are available in a Private Placement Memorandum prepared for legally qualifying investors using a standard disclosure format prescribed by the North American Securities Administrators Association, (NASAA) and referred to as “Form U7” a copy of which is available to qualifying Investors upon request as DOC-788, from which figures below were extracted to support DOC-989, prepared to support entry of the NZD10M Series A & B Rounds into the Company from TRC, the US holding company. All figures in the Tables below are forecasts only, and not warranted to any party or person. The “Year 1” forecast trading figures are in respect of an eighteen month period to build an export-led pipeline launch, allowing for production / shipment cycle timelines to place products into a US warehouse to commence distribution / sales generation.

VOLUME FORECASTS

The two products are (1) the gender-specific “Mānuka Oil for Her” and “Kānuka Oil for Him,” SKU’s, followed by (2) Plant oil Infused (“POI”) honey SKU’s planned for launch.

OIL



“For-Him”



“For-Her”

Comprises NZ mānuka & kānuka tea tree oil sold as gender specific, niche therapeutic SKU’s into the US, an economy more than 100 times bigger than NZ’s. Sales volumes are expected to grow as penetration into large US retail chains gains B2B traction, supported by channel distribution partners such as 3rd party hosted, B2C sales apps.

This table is “Forward Looking” and is not warranted (Value adding – export ex Australia)

TABLE 10

Year	Assumed Trading Period / quantity	Kgs (ex NZ)	SKU’s (ex NZ)	NZD SKU Export Value
1	Trading year #1 (18 month trading period) (Initial Period – 20ml SKU’s @ NZD27.68 per unit)	2,000	100,000	\$2,768,000
2	Trading year #2 (Renewal Period – 20ml SKU’s @ NZD28.51 per unit)	5,000	250,000	\$7,127,500
3	Trading year #3 (Renewal Period – 20ml SKU’s @ NZD29.37 per unit)	10,000	500,000	\$14,685,000
4	Trading year #4 (Renewal Period – 20ml SKU’s @ NZD30.25 per unit)	20,000	1,000,000	\$30,250,000
5	Trading year #5 (Renewal Period – 20ml SKU’s @ NZD31.16 per unit)	30,000	1,500,000	\$46,740,000
TOTAL FORECAST EXPORT SALES (not warranted)		67,000	3,350,000	\$101,570,500

EXPORT NUMBERS – FIRST 18 MONTHS BY SKU’s)

TABLE 11

(i.e., Trading year #1)

Shipment 1 (Month 4)	SKU’s	KG VOL	SKU FOB SP	TOTAL	TOTAL	TOTAL
Oil	20,000	400	NZD27.68	553,600		
POI (FCL)	0	0	0	0		
Shipment 2 (Month 9)						
Oil	30,000	600	NZD27.68		830,400	
POI (FCL)	16,000	0	0		320,000	
Shipment 3 (Month 14)						
Oil	50,000	1,000	NZD27.68			1,384,000
POI (FCL)	16,000		NZD20.00			320,000
NZ\$ EXPORT FOB SALES	132,000	2,000		NZ\$553,600	NZ\$1,150,400	NZ\$1,704,000
US\$ IMPORT FOB COST				US\$332,160	US\$690,240	US\$1,022,400
US RETAIL SALES VALUE				US\$998,000	US\$3,081,000	US\$4,075,000



RISK FACTORS

The securities being offered hereby involve a degree of risk. Prospective Subscribers should carefully consider, among others, the following risk factors inherent in a new company and potentially present in this Placement.

Lack of Profitability/Limited Operating History: The Company is incorporated in New Zealand. Being newly incorporated the Company is subject to some of the risks inherent in the development of an early stage company. There can be no assurance that the previous growth or trading history and experience of any entities acquired by the Company, either pre or post incorporation will continue or that the operations will be profitable in the future.

Limited Capital/Need for Additional Capital: The Company has limited access to operating capital and is dependent upon receipt of the proceeds of this offering to expand its operations and further its planned business objectives. Upon completion of this Placement, even if the entire offering amount is raised, the amount of further capital available to the Company may be limited and may not be sufficient to enable the Company to fully build out and/or expand its proposed business plans. In such a case, additional financing may be required to further develop the Company's business plans. Even if the maximum offering herein is consummated, should the Company's actual results of operations fall short of its projections or its costs and capital expenditures exceed the amounts projected, the Company could be required to seek additional financing. There can be no assurance that the Company will be able to raise additional capital if needed or, if such additional financing is available, whether such financing can be secured on terms satisfactory to the Company.

Debt Financing Risks: Neither the Company's incorporation authority nor its Constitution limit the amount of indebtedness that the Company may incur. Subject to limitations in its debt instruments, the Company may need to incur additional debt in the future to finance subsidiary or Related Corporations under any capital program to be deployed by the Company. The Company's continuing indebtedness could potentially impair its ability to obtain additional financing in the future thus possibly limiting the Company's ability to take advantage of business opportunities that may arise.

Limited Financial Statement Verification: The Company has prepared non-audited financial statements, a copy of which may be supplied by the directors as they shall solely deem appropriate as to party, place and time.

Arbitrary Determination of Placement Price: The price at which the CVS being offered were determined by the Company alone and do not necessarily bear fully verifiable or an audited relationship to potential earnings, asset value, book value or any other traditionally recognized criteria of value. No governmental, federal or state agency has made any finding or determination as to the merits, fairness or suitability for investment of the CVS nor has any independent third party, such as an investment banking firm or other expert in the valuation of businesses or securities, made an evaluation of the economic potential of the Company. No Counsel retained by the Company has been retained to review or verify the merits of an investment from a financial point of view, nor has legal counsel undertaken to conduct such review. Consequently, an investment in the CVS should only be made by prospective investors who, either directly or through their own professional advisors, have the financial and business knowledge and experience to evaluate the merits and risks thereof. Potential investors are advised to seek and obtain independent analysis of the Company, its business model, operational platform and prospects before making an investment in the CVS on offer through this IM.

Best Efforts Placement. This offering is being made on a "best efforts" basis. No commitment exists to purchase all or any part of the CVS being offered herein. There is no guarantee that the Company will be able to place any of the CVS or that the Company will be able to place any more than the Minimum Subscription sought.

Absence of Public Market: There is no present public market for any of the securities of the Company. In addition, no such public market should be relied upon to develop upon conclusion of this Placement. Purchasers of these securities must be prepared to bear the economic risks of investment for an indefinite period of time since the securities cannot be sold other than through a members-only P2P private exchange, but only if the CVS of the Company are in fact approved for listing on such private exchange for which there is no assurance at the date of this IM .

No Assurance of Public Placement. Although the Company intends to eventually seek a public offering of its stock, there may be delays in implementing the proposed offering for any number of possible reasons including the condition of the US and/or global stock market conditions and the Company's prospects at the time of such offering. The Company has no commitment from any underwriter to offer its shares in an initial public offering. Even if the Company can make an initial public offering, there can be no assurance that such an offering would be successful or permit the registration of any of these securities offered hereby. The possible delays in a proposed offering, (if any), may possibly require the Company to seek alternate financing and there can be no assurance that this financing will be available, in



which case ongoing operations of the Company may face a degree of risk. There can be no assurance that the Company will ever have a public offering of its stock.

Financial Burden on Investors: A portion of the financial risk of the Company's proposed activities will be borne by the investors who purchase the CVS, while management and the certain service providers stand to realize benefits from stock ownership. See "USE OF PROCEEDS" in Part 4.

Control by Present Stockholders. Upon completion of this placement and assuming the maximum number of the CVS are placed, the current stockholders of the Company will remain as the owners of a substantial percentage of the outstanding Common Voting Stock, enabling them to elect all the members of the Company's Board of Directors and effectively continue to control the Company's direction and operations. The investors purchasing the CVS will have no direct control over the Company.

Discretion in Application of Proceeds: In order to accommodate changing circumstances, the Company's management may reallocate the proceeds of this Placement as referred to in the section of this Memorandum captioned "USE OF PROCEEDS" (Part 4) In addition, if the Maximum Subscription under this Placement is raised, a portion will be applied to working capital of the Company. Accordingly, the Company's management will have broad discretion in the application of the proceeds of the Maximum Placement. See "USE OF PROCEEDS" under Part 4.

Projections: This Memorandum contains information in the nature of projections and/or predictions of future events which may or may not occur. Although management of the Company reasonably believes that such projections are based on reasonable assumptions at the date of this IM, there can be no assurance that they will in fact prove to be correct and therefore must not be relied upon to indicate, or as guarantees of any actual results that may be realized. The level of future cash inflows to the Company and its profitability, if any, are very difficult to predict due to uncertainty as to possible changes in economic, market and other circumstances and no representation or warranty is made or to be inferred from any sales or other financial forecasts contained herein. Prospective investors are recommended to consult with their own advisors with respect to any revenue or other financial projections contained herein and to seek such further information as the Company is prepared to release considering commercial and business secrets.

Effects of Compliance with Government Regulation: The Company, its subsidiaries and Related Corporations and Affiliates are subject to various Governmental, federal, state and local laws, rules and regulations affecting their business and ongoing operations. Difficulties in obtaining or any failure to obtain the necessary licenses or approvals (if required) could cause delays or prevent the development or operation of any given business activity. Any problems which the Company, subsidiaries or Related Corporations may encounter in renewing such licenses in one jurisdiction may adversely affect its licensing status on a federal, state or municipal level in other relevant jurisdictions. Some of the operations of the Company and its group of companies, may also be subject to regulations normally incidental to business operations (e.g. occupational safety and health acts, workman's compensation statutes, unemployment insurance legislation and income tax and social security related regulations). Although the Company and its subsidiary and Related Corporations will make every effort to comply with applicable regulations, it can provide no outright assurance of its ability to do so, nor can it predict the effect of these regulations on its current or future activities, proposed or otherwise.

Authorization of Preferred Stock: The Company's shareholders may authorize the issuance of preferred stock with such designations, rights and preferences as may be determined from time to time by the Company's Board of Directors. Accordingly, the Board of Directors is empowered to issue preferred stock with dividend, liquidation, conversion voting and other rights that could adversely affect the voting power or other rights of the holders of the CVS. Issuance of the outstanding preferred stock could be utilized, under certain circumstances, as a method of discouraging, delaying or preventing a change in control of the Company. In addition to the shares provided under this offering, the Company may issue further common and / or preferred stock for the purpose of business acquisitions and providing further capital support to Related Affiliates or other approved businesses so acquired and/or invested into for business expansion.

Absence of Independent Representation for Investors: At the date of this Placement, no independent legal, accounting or business advisors have been appointed to represent prospective investors in connection with this Placement. Prospective investors should consult their personal attorneys, accountants or other professional advisors as they deem appropriate.

Lack of Dividends: No assurance can be given that the operations of the Company will include the payment of dividends. The Company does not currently intend to pay dividends on its Common Voting Shares but does intend to retain future earnings for use in the Company's expansion of its asset base.



IMPORTANT STATEMENTS

Confidentiality

This private Information Memorandum “IM” is confidential, proprietary and provided for use solely in connection with the consideration of the proposed Placement by the Company. Its use for any other purpose is not authorised. It may not be reproduced or redistributed in whole or in part, nor may its contents be disclosed to any person. Each recipient of this IM agrees that all information contained herein is of a confidential nature, that they will treat it in a confidential manner, and will not, directly or indirectly, disclose or permit their agents or affiliates to disclose any such information without the prior written consent of the Company. Only the management of the Company is authorised to give any information with respect to the Company and the Placement. Any information given by other parties other than the information contained in this IM must not be relied upon for deciding to participate in the proposed Placement. The Company intends to issue CVS as funds are received, i.e., once Minimum Subscription received, until Maximum Subscription sum is raised or this offering otherwise closes.

Investors to make independent investment decision

This IM is not and should not be construed as a recommendation to any person to apply for the CVS in this Placement. This IM does not purport to contain all the information an interested party may require making an informed decision as to whether to invest or otherwise. This IM contains a summary of the information concerning the proposed Placement by the Company. Further, any verbal or other non-written communication that is contrary to or inconsistent with information provided in written form should not be relied upon. Therefore, this IM may not contain all information and disclosures that would have been required to be included with a disclosure document for the proposed Placement had such a document been required to be registered with the SEC in the USA, ASIC in Australia, the FMA in NZ or any other jurisdiction. Any person contemplating investing should make their own independent investigation of the terms of the placement, the projections, values, assumptions and estimates after taking all appropriate advice from qualified professional persons and base any investment decision on their investigations and advice received.

Forward looking financial information

All forward looking financial information in this IM is for illustrative purposes only using sources as described and is based on a combination of best estimate and hypothetical assumptions. Actual results may be materially affected by changes in economic and other circumstances. Any reliance placed upon the accuracy of projections and other information provided, and the appropriateness of assumptions and qualifications used, is a matter for any prospective Investor’s own commercial judgement. No representation or warranty is made that any projected values, assumptions or estimates contained in this IM should or will be achieved. As indicated, some figures are expressed in both NZ and US dollars for ease of reference where appropriate in relation to a particular statement.

Private Placement Memorandum Date

This IM should be read and construed with any amendment or supplement distributed by the Company from time to time and with any other documents incorporated by reference to this IM. The information contained in this IM and any documents referred to have been prepared up to or as at its stipulated date, the “effective date.” The delivery of this IM does not imply, nor should it be relied upon as a representation or warranty, that there has been no change since the effective date in the affairs or financial condition of the Company or any other information contained therein.

Authorized Information

To the best of the director’s knowledge, this IM does not knowingly contain any untrue statement of a material fact, nor does it knowingly omit to state a material fact, which would make the statements herein misleading or deceptive in light of the circumstances under which they were made. No person has been authorised by the Company to give any information nor to make any representation not contained in, or not consistent with, the IM, or any other document entered into in relation to this IM or any information supplied or approved by the Company in connection with this Placement and not notified by the Company to have been withdrawn, or to be incorrect or out of date. If such information or representation is given or made, it should not be relied upon as having been authorised by the Company.

Responsibility for Information

The Company and its directors accept responsibility for the contents of this IM. However, no representation or warranty is made as to the accuracy or completeness of the information contained in this IM, except to the extent that liability under any applicable law cannot be excluded. Each recipient of this IM must keep confidential all information disclosed in relation to this Placement which may not be reproduced in whole, or in part, for any purpose whatsoever.



Consents and Disclaimers of Responsibility

No professional firms or parties take any responsibility for any part of the IM and have not caused or authorised the issue of this Placement Memorandum.

Interests of Experts and Advisers

Other than as set out below or elsewhere disclosed in this IM, no expert or any firm in which any expert is a partner has, or has had in the 2 years before the date of this IM, any interest in the promotion of, or in any property proposed to be acquired by the Company and no amounts, whether in cash or notes or otherwise, have been paid or agreed to be paid to any expert (or to any firm in which he or she is or was a partner) for services rendered by the expert or the firm in connection with the promotion of the Company or in connection with this IM.

Interests of Directors

Other than as set out below and/or disclosed elsewhere in this IM, no director or proposed director of the Company and no firm in which a director or proposed director of the Company is or was at the relevant time, a partner has, or has had in 2 years before the date of this IM, any interest in the promotion of, or in any property proposed to be acquired by the Company. No amounts, whether in cash or shares or otherwise, have been paid or agreed to be paid to any director or proposed director of the Company, (or to any firm in which he or she is or was a partner) either to induce him/her to become, or to qualify him/her as a director, or otherwise for services rendered by him/her or by the firm in connection with the promotion or formation of the Company. The following interests of the directors of the Company in contracts and/or arrangements made between the Company and the following directors are disclosed in addition to the disclosures made elsewhere in this IM.

- a) That the interests of Brink and Iverson were recipients of the securities issued on incorporation.
- b) Iverson, Brink and Cilliers will enjoy financial benefit from outsource VAMS Provider fees and charges paid by the Company for such services in the normal course of business.

Related Party Transactions

The Company discloses its intention to use the funds raised under this IM to make payment to Related Affiliates that may be associated with the shareholders and directors and hence with the company where those Related Affiliates provide services to the Company. The Company may provide funding to a Related Affiliate or Company. Moneys raised pursuant to this Placement may be on-lent to subsidiaries and / or Related Entities, Affiliates or Corporations of the Company for the purposes set out in this IM. The Directors of the Company have, to the best of their knowledge and belief, duly disclosed their beneficial interests in the capital of the Company and its Affiliates in this IM.

CONTACT US

A NATURAL CAPITAL INVESTMENT

“The natural resources and environmental features in a given area, regarded as having economic value or providing a service to humankind”.

Natural capital is also a term applied to the stock of renewable and non-renewable resources, i.e., plants, animals, air, water, soils and minerals that combine to yield a flow of benefits to humanity.

THE TRIBAL INVESTMENT OBJECTIVE

Investors

“To build a profitable, integrated, value added *Seed-to-Ship* production supply chain in NZ and AU, seamlessly interfaced with *Ship-to-Shelf* distribution in the US and other markets”.

Grower-Producers

“To deliver recurring annual income and wealth creation through long term supply contracts supporting regenerative agribiz ventures in rural communities.

John Cilliers
NZ Resident Advisor



Nicholas Iverson
AU Resident Director



Linda Brink
US Resident Director



NZ project support office +64-9-945 6927
PO Box 80, Kerikeri 0245, New Zealand.

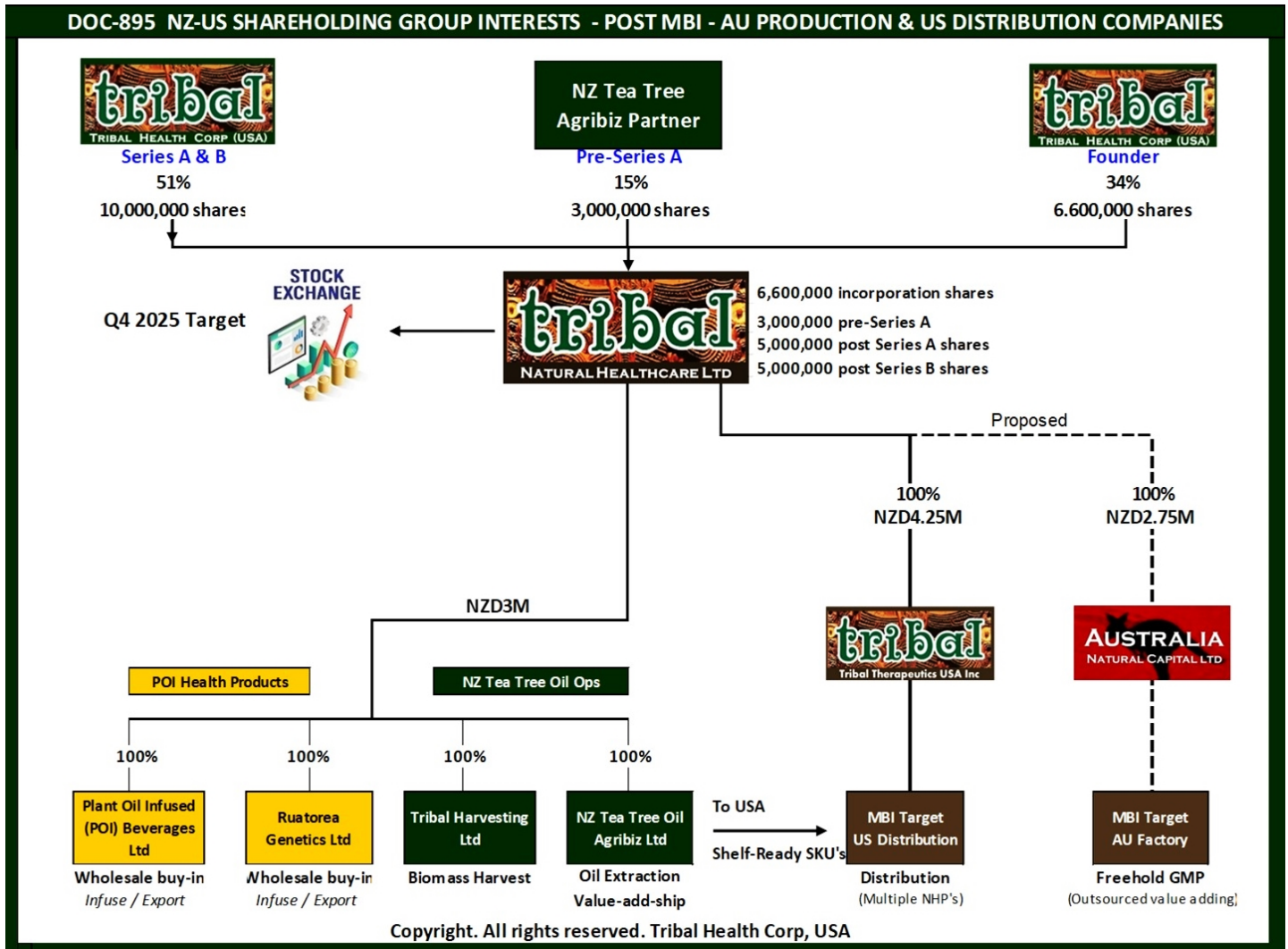
Mob: 64-27-242 8485
john@tribalmanuka.us

Mob: +64 21 178 7637
nic@tribalmanuka.us

Mob +1-954 203 6233
linda@tribalmanuka.us



NZ-AU-US CROSS-BORDER OWNERSHIP & OPERATIONAL STRUCTURE (POST SERIES A & B)



Pre-Series A Round Entry Summary

INVESTOR CLASS	QUANTUM	SHARES	%AGE	ROLE
Wholesale	NZD450,000	3,000,000	(31.25%)	Director designate subscription.

Exhibits follow

EXHIBIT 1

“We don’t make therapeutic claims”



...Historical native tribal use over the millennia validates them...

(Further validated by modern research)

...tribal product supply locations...

Working in partnership with tribal owners, these natural resources are extracted from tribal lands

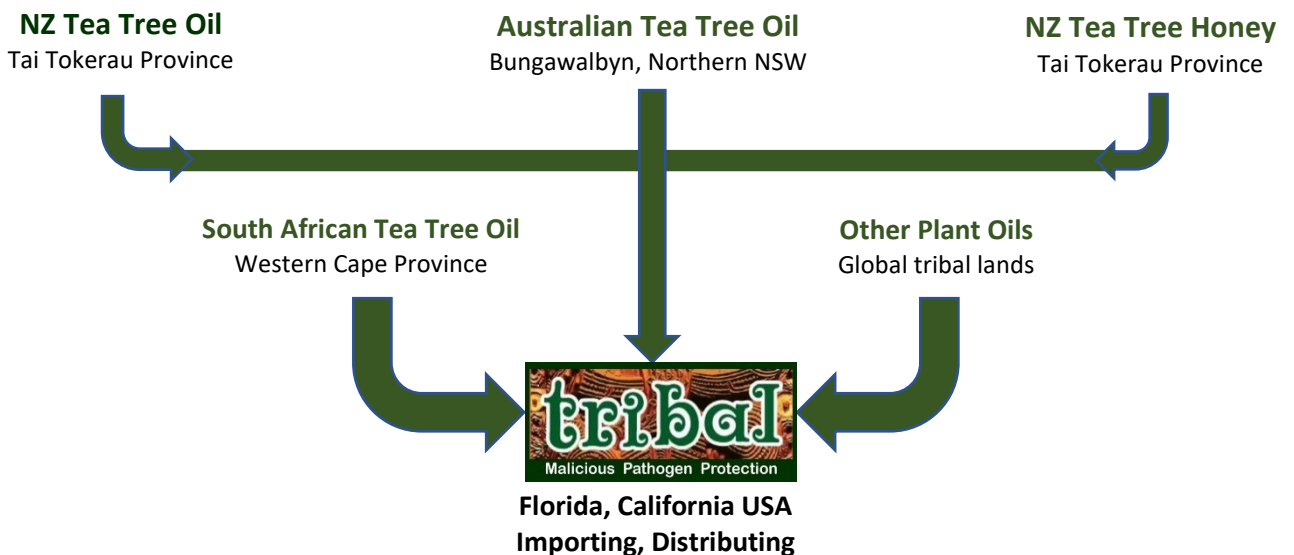


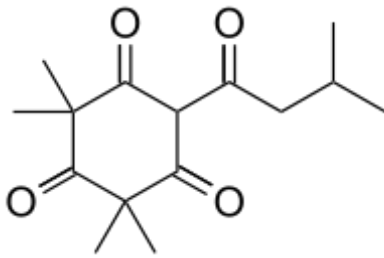
EXHIBIT 2

“UP NORTH TERPENE ” V “OUT EAST TRIKETONE”

“Would a typical health conscious consumer, want to use an oil that has a high toxic chemical compound in its chemical composition?”

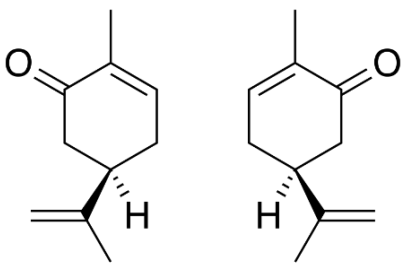
(i.e., a herbicidal active synthesized for agricultural sprays?. For many consumers, one would think, not likely!)

HIGH TERPENE CHEMOTYPE V HIGH LEPTOSPERMONE



Leptospermone is a chemical compound (a β -triketone) that was first identified in the US in 1977 when a Stouffer chemical company research chemist noted that the compound “leptospermone” produced by some members of the myrtle family (*Myrtaceae*), such as *Callistemon citrinus* (*Lemon Bottlebrush*), a shrub native to Australia, and *Leptospermum Scoparium* (*Mānuka*, the NZ tree from which it gets its name) produced a natural “herbicide” that killed off invading plant species. Leptospermone was subsequently optimized

into thousands of compounds. Research noted that several were found to be extremely effective **but were too toxic**, environmentally persistent or not selective enough. There are now several members of the **triketone class of HPPD inhibitor herbicides** on the market produced from a synthesized form of Leptospermone. The same chemical compound that some mānuka oil producers and retailers in NZ use to support their claim that the higher the triketone content, the more efficacious the oil as a malicious pathogen inhibitor for human application. Ongoing research suggests that this appears to be an inappropriately interpretive, non-registrable therapeutic claim. One that a regulatory authority is unlikely to approve for therapeutic product claim registration in the US.



Conversely, **Terpenes** have been found to be highly effective with excellent antifungal, antimicrobial and anti-inflammatory actives that are therapeutically beneficial for human application. Both as topical and ingestible remedies. A fact proven by the native peoples of Aotearoa and the early European arrivals in NZ such as Captain Cook as discussed above. Interestingly, the Australian standard for their tea-tree oil requires a high terpene-based content in the oil (*terpinen-4-ol*) with a low cineole (*toxic*) content. Based on the

Australian standard, one could conclude that mānuka & kānuka oil from Northland would be safe for personal use because of the extremely low levels of triketone, a known toxin. The collective terpene isoprene constituents in manuka & kanuka oil represent the trusted gold standard of care while triketone counts indicate the level of a toxic active in the oil. Having been an investor & working participant in the Australian tea tree oil sector for nearly 10 years, involved in (1) growing and harvesting the oil in the Bungawalbyn Valley, (2) developing consumer products and (3) worked with the TGA process in Australia, the directors learnt one thing, (4) **the research must never end.**



A FAST GROWING SECTOR

In the US today, nosocomial infection, i.e. Hospital-Acquired Infection (HAI) represents a USD38B PA niche in the health market as malicious pathogens are rapidly resisting synthetic antibiotic based remedies. With early research indicating that kānuka oil appears to be an efficacious inhibitor of HAI, this represents a further niche sector for the Company.

EXHIBIT 3

TOTAL ADDRESSABLE MARKET “TAM”



With early research on the both NZ tea tree members of the Myrtaceae plant species, i.e., *Leptospermum Scoparium* (NZ **mānuka** oil) and *Kunzea Robusta* (NZ **kānuka** oil) having demonstrated a high degree of efficacy in Malicious Pathogen Inhibition from a very low MIC, (Minimum Inhibitory Concentration), these two unique, customarily gender-specific use oils are entrants into the following sectors of the healthcare market:

SECTOR / TOTAL ADDRESSABLE MARKET (“TAM”) circa USD427B

SECTOR	TAM	CAGR	TOPICAL APPLICATION
Infection Control	USD201B PA	7%	Tests at a leading Taiwanese Medical research university determined that while both NZ tea tree oils were effective in suppressing malicious pathogens, kānuka oil appeared to be more efficacious in nosocomial infection prevention . Covid 19 spurred huge demand growth in this sector.
Disinfectant and Antiseptic	USD42B PA	12%	The spread of malicious pathogens as evidenced by the Covid 19 pandemic saw increased global demand for solid surface applications to inhibit harmful bacteria .
Skin Antiseptic	USD6B PA	9%	Demand for skin antiseptic products is increasing due to rapid spread of HAI (Hospital acquired Infection, i.e. nosocomial), driving up CAGR growth expectations .
Complementary & Alternative Medicine	USD117B PA	25%	Application is limited to apitherapy and naturopathic use in this fast growing sector i.e. circa USD11B (10%).

			INGESTIBLE APPLICATION (Plant Oil Infused)
Dietary Supplements	USD164B PA	9%	The primary factors driving the growth are the growing geriatric population, the shift from pharmaceuticals towards nutraceuticals due to the growing focus on preventive healthcare, and the growing focus on personalized nutrition. Consumers are shifting focus toward self-directed care driven by the growing personal health and well-being trend .
Therapeutic Honey	USD2.47B	13%	NZ Mānuka (therapeutic) honey containing high levels of MGO (Methylglyoxal) is no match for NZ tea tree oil infused (POI) honey, a multiplicity of times more efficacious than pollen based honey, will sell for less than half the price of high content MGO mānuka honey .

LISTING ON A STOCK EXCHANGE

BUILDING THE BOARD

Appointment as an independent director on the TNH board is offered to the Wholesale Investor who picks up a 21% Pre-Series A stake for NZD300k.

STOCK EXCHANGE



It is a Stock Exchange requirement that any company seeking to list on the Exchange has to have both executive and non-executive directors appointed to the Board.

Typically, a board of directors in a “for profit, early-stage company” would have an equal number of executive directors, involved in the operations of a company on a “hands-on” basis, sitting alongside oversight focused non-executive directors. i.e., professionals who bring varying skills to the board, helping drive capital expansion, profitability delivery, investor accountability.

PLANNED ROLES / APPOINTMENTS

#	Position/Role	Status	Functions
1	Chairperson <i>Non-Executive – NZ based</i>	John Cilliers (Designate)	Board direction / company oversight, group Regulatory compliance, NZX listing oversight / ongoing compliance.
2	Independent Director <i>Non-Executive – NZ based</i>	Pre-Series A <i>2024 appointment</i>	All financial controls / external reporting / audit compliance.
3	Executive Director <i>Executive – US Resident Director</i>	Linda Brink (Founder director)	US product sales, marketing, product distribution, PR media management, equity-licensing.
4	Executive Director <i>Executive – AU Resident Director</i>	Nicholas Iverson (Founder director)	Value Adding, product development, export, AU financial management and operations support.
5	Audit Committee Chair <i>Non-Executive – NZ Resident</i>	O/S <i>2024 Appointment</i>	Internal control, financial oversight, SX compliance and monitoring.
6	NZ Agribiz Operations <i>Executive – NZ Resident</i>	Luke Shepherd <i>To be finalized</i>	Pre-harvest, farm gate delivery, post-harvest extraction operations, AU export – landowner access agreements - NZ.
7	Director – Therapeutics <i>Non-Executive – NZ Based</i>	O/S <i>2024 appointment</i>	Therapeutic product development, NZ AU-US NHP regulatory compliance.
8	Director – Compliance <i>Executive – NZ Based</i>	O/S <i>2024 appointment</i>	Securities law compliance, GMP process compliance, financial reporting oversight.



FORM -1 – RECEIPT OF MEMORANDUM & APPLICATION DETAILS

Tribal Natural Healthcare Limited (the “Company”)

INFORMATION MEMORANDUM (IM) ACKNOWLEDGMENT OF RECEIPT & APPLICATION

THIS ACKNOWLEDGMENT MUST BE SIGNED AND RETURNED TO THE COMPANY BY OFFEREE.

The Placement as set forth in this document numbered DOC-977NZ, (the IM), has not been registered with any governmental authority in NZ, AU or the USA. The offer is made pursuant to and in reliance on an exemption from disclosure or registration in NZ pursuant to the exclusions available pursuant to Schedule 1 of the Financial Markets Conduct Act 2013.

To: Tribal Natural Healthcare Limited.
From: Applicant / offeree

As a condition to the delivery of the Information Memorandum, I represent that I have financial responsibility measured by annual income and net worth which is suitable to a proposed investment in a private offer. I recognize both the potentially speculative nature of this investment and the risk of loss from such investment. I am capable of evaluating the merits and risks of making this investment, understand and have evaluated the hazards and merits of such investment. I further represent that I have received this copy of DOC-977NZ, (the IM) and will use this Memorandum only for purposes of evaluating an investment into the Company, will not distribute this document; will not copy same and will return the Memorandum and this “Spread Group” application to the Company in the event that I do not either invest or intend to so invest. I understand that I may be required by the Company to sign a wholesale investor or eligible investor certificate on request (or otherwise provide further documentation / information to comply with Schedule 1 of the Financial Markets Conduct Act 2013.

Memorandum Delivered to Applicant on _____

ENTER APPLICANT DETAILS

Name: _____

Business Address: _____

Driver’s License Number: _____ **or** Applicant / Offeree Company number: _____

Email address (mandatory) _____

Business Telephone Number: _____ **Offeree Signature:** _____

SUBSCRIPTION APPLICATION DETAILS:

Enter Number of CVS Purchased: _____ @ NZD0.15c per CVS (Minimum 50,000)

Enter Subscription Amount here in NZD _____

Enter bank payment reference number _____
(From bank remittance receipt)

Enter signature here: _____

TRANSMISSION OF THIS SUBSCRIPTION APPLICATION:

Subscribers may transfer funds to either (1) a Trust Account approved by the Company’s attorneys (2) to the Company’s banking account at Australia and New Zealand Banking Group (ANZ) as per below, Addendums 4 & 5 as annexed herein are to be completed, signed and emailed to Tribal Natural Healthcare Ltd at capital@tribalimanuka.us. You will receive an acknowledgment of receipt of the funds, duly signed copy of Form 2 plus notification of application acceptance upon approval by the directors.

ANZ Banking Group, . SWIFT Code # ANZBNZ22 NZ Routing # 06-0541 Account # 0732570-00.



EXHIBIT 6

FORM 2 – COMMON VOTING SHARES SUBSCRIPTION AGREEMENT

To the Subscriber:

In connection with your application for _____ Common Voting Shares (CVS) as per **FORM-1** hereto, at a subscription price of NZD0.15c each in Tribal Natural Healthcare Limited, (“the Company”) a NZ incorporated company for an aggregate price of NZD _____ we advise you as follows:

1. The CVS being offered and sold are voting, profit sharing as provided for under “The Placement Terms” on Page 15 of DOC-977NZ, the Information Memorandum a copy of which you have received and read.
2. By your execution of this CVS Subscription Agreement, you acknowledge that you understand that these securities are being placed in reliance on the exemptions available pursuant to (1) Rule 504, Regulation D of the Securities Act 1933, (2) in NZ, pursuant to Schedule One of the Financial Markets Conduct Act 2013, (3) in Australia pursuant to S708 of the Corporations Act 2001 and that you are legally permitted and qualify to subscribe for the CVS applied for per Addendum 4.
3. By your execution of this CVS Subscription Agreement you acknowledged that **(1)** you have received and examined a copy of the Information Memorandum of the Company to which this agreement is annexed as Addendum 5, **(2)** have communicated with a director of the Company to ask various questions concerning the Company if you desired to do so, and **(3)** have received answers to your satisfaction.
4. You further acknowledge that you are able to bear the economic risk of the investment and maintain your investment in the securities for an indefinite period of time and could bear a total loss of the investment in respect of which no security is held, without changing the standard of living which existed for you at the time of such investment.

IF THE FOREGOING REPRESENTATIONS ARE TRUE AND CORRECT IN ALL RESPECTS, PLEASE PROVIDE YOUR NAME AND ADDRESS AND SIGN THIS FORM OF CONFIRMATION AT THE PLACES INDICATED BELOW AND RETURN THE SAME TO THE COMPANY TOGETHER WITH ADDENDUM 4 HEREIN, DULY COMPLETED.

I CONFIRM THAT I HAVE READ THE FOREGOING; HAVE RECEIVED THE OFFERING MEMORANDUM PRODUCT DISCLOSURE STATEMENT; AGREE TO THE TERMS THEREOF; THAT I UNDERSTAND THE STATEMENTS CONTAINED THEREIN AS AN EXCLUDED OFFERING; THAT I LEGALLY QUALIFY TO INVEST IN THIS EXCLUDED, RESTRICTED OFFERING.

SUBSCRIBING APPLICANTS NAME AND ADDRESS

SUBSCRIBERS SIGNATURE _____ (Telephone Number) _____

NAME _____

ADDRESS _____

–

EMAIL ADDRESS _____

For office use only

SUBSCRIPTION ACCEPTED
Tribal Natural Healthcare Limited

By: _____
CEO / Authorized Officer / Party

(E&OE - Errors and Omissions Excluded)



<https://tribalteatree.com>

Cover of a 40 page "Expression of Interest" document prepared to support Due Diligence process. (DOC-790R)

2024

NATURAL INFECTION CONTROL "NIC" Startups Battling Hospital-Acquired Infections



Pre-Series A NZD450k Expression of Interest.

Professional Investor Briefing Paper.

Therapeutic grade, NZ mānuka and kānuka tea tree oil as Natural Infection Control, prevention and protection remedies.

Confidential to approved addressee only.

N Iverson-Director
Tribal Health Corp
5/18/2024

AUSTRALIAN TEA TREE – 1991 - 1999

NZ TEA TREE – 2016 - 2024

Linda

EXHIBIT 8

Nic

Collectively, over 25 Years in the Tea-Tree Oil Industry and its therapeutic products delivery.



Entrance to a tea tree oil farm in NZ that we leased (and named) in 1996 to increase tea-tree oil supply for the consumer products developed and sold in NZ. An image of these products appears at the bottom of this page

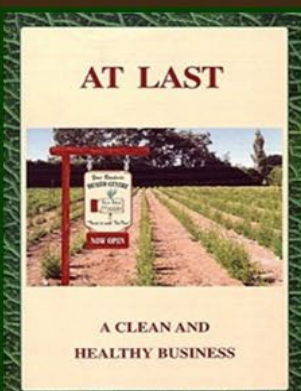


2021 - extraction plant, commissioned/ready

Following entry of our family capital, the much-needed ground prep works were completed, enabling new seedlings to be planted on this Bungawalbyn Valley plantation in northern NSW. Note how "mother-trees" in the background) were left to grow.



The same seedlings just one year later. What a difference a year makes!



Children's art-promo 1996

An internal pic of the extraction plant in 1992.



The boiler house & oil extraction plant was like something out of the industrial revolution. But it worked and is still being used to this day! We invite a reader to compare this plant to the 2021 image above.

The TGA registered factory was located in a town close to the plantation. As a boutique factory, it was a low-cost operation. One that is replicable in NZ for regional markets supply. The model that could be applied in NZ to serve the Asian marketplace in a provenance secure manufacturing facility.



It was at a London tradeshow that Linda met the late Dame Anita Roddick, 'Body-Shop' founder and chatted about tea tree oil supply.



A POS display stand packed with "Tea-Tree Kleen" household disinfectant spray, a proprietary product..

A product we developed was "Tea-Tree-Kleen", a general-purpose disinfectant surface spray formulated with Australian Tea-Tree Oil. A children's art competition (shown) launched it. We plan to bring out a disinfectant surface spray that contains Melaluka, Mānuka and Kānuka pathogen inhibiting oils in the formulation. The Covid-19 pandemic delivered the appropriate environment into which such a product can be launched. The name of the product has been finalized with product formulation provided by our contract manufacturer in the US.